

Talcott J. Franklin (pro hac vice)
Talcott Franklin, P.C.
208 North Market Street, Suite 200
Dallas, Texas 75202
Phone: (214) 736-8730
Fax: (877) 577-1356
tal@talfranklin.com

Aaron R. Cahn
Leonardo Trivigno
Carter, Ledyard & Milburn, LLP
2 Wall Street
New York, New York 10005
Phone: (212) 732-3200
bankruptcy@clm.com

Thomas P. Sarb (pro hac vice)
Robert D. Wolford (pro hac vice)
Miller Johnson
250 Monroe Avenue, Suite 800
P.O. Box 306
Grand Rapids, Michigan 49501-0306
(616) 831-1748
sarb@millcrjohnson.com

Attorneys for the Talcott Franklin Group Investors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In Re:	:	Case No. 12-12020 (MG)
	:	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	:	Chapter 11
	:	
Debtors.	:	Jointly Administered
-----X	:	

**VERIFIED STATEMENT OF TALCOTT FRANKLIN, P.C. PURSUANT TO FEDERAL
RULE OF BANKRUPTCY PROCEDURE 2019**

In these above-captioned Chapter 11 cases (the "Chapter 11 Cases") filed by the Debtors on May 14, 2012, Talcott Franklin, P.C. ("TFPC") hereby submits this Verified Statement (the "Statement") pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure ("Bankruptcy Rule 2019") in connection with TFPC's representation of the Talcott Franklin Group Investors, which hold, or manage accounts that hold, residential mortgage

backed securities issued by certain of the Debtors and included in the RMBS Trust Settlement Agreement, as Amended from time-to-time ("RMBS"). TFPC respectfully states as follows:

1. As of the date of this Statement, TFPC represents the Talcott Franklin Investors Group, which is comprised of each of the entities identified in **Exhibit A** attached to this Statement (each a "Member") in connection with the Chapter 11 Cases.

2. As of the date of this Statement, each Member holds or manages accounts that hold, the RMBS.

3. In or around 2011, certain Members engaged TFPC to represent them to pursue mortgage repurchase and servicing claims against the Debtors and/or its parent, Ally Financial, Inc. and additional Members joined the Talcott Franklin Investors Group, both prior to and after the date of the filing of the Chapter 11 cases.

4. In early May 2012, TFPC engaged, with the Consent of the Members, Carter, Ledyard & Milburn LLP ("CLM") and Miller Johnson ("MJ") as bankruptcy co-counsel to represent the Members in pursuing mortgage repurchase and servicing claims against the Debtors.

5. The attorneys fees and expenses for TFPC, CLM and MJ will be paid in accordance with § 6.03 of the Third Amended and Restated RMBS Trust Settlement Agreement and Exhibit C to that Agreement, as expanded, modified, and superseded as set forth in Article IV.C.3 of the Plan. As of the date of this Statement, TFPC, CLM and MJ represent only the Talcott Franklin Group Investors and do not represent or purport to represent any entities other than the Talcott Franklin Group Investors in connection with the Chapter 11 Cases.

6. As of the date of the Third Amended and Restated RMBS Settlement Agreement, the Talcott Franklin Group Investors held, or managed accounts that held,

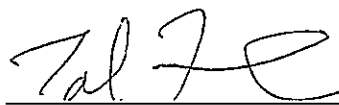
approximately \$15.3 billion in aggregate original face amount of RMBS. In accordance with Bankruptcy Rule 2019, the name of each Member of the Talcott Franklin Group Investors who consented to the Third Amended and Restated RMBS Settlement Agreement is set forth on **Exhibit A**. The information contained in **Exhibit A** is information provided by the Members to TFPC and is subject to change.

7. Nothing in this Statement (or **Exhibit A** to this Statement) should be construed as a limitation upon, or waiver of, any Member's right to assert, file, and/or amend its claims in accordance with applicable law and any orders that are entered in these cases.

8. The information contained in this Statement is intended solely to comply with Bankruptcy Rule 2019 and not for any other purpose. TFPC expressly reserves the right to supplement and/or amend this Statement in any respect. The submission of this Statement does not constitute the consent of the Talcott Franklin Group Investors to the jurisdiction of this Court for any purpose other than with respect to this Statement.

9. The undersigned, who is a shareholder at TFPC, verifies that the foregoing is true and correct to the best of his knowledge.

Dated: November 12, 2013



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Exhibit A

Anchor Bank, fsb
BankWest, Inc.
Blue Heron Funding V
Caterpillar Insurance Co. Ltd.
Caterpillar Life Insurance Company
Caterpillar Product Services Corporation
Cedar Hill Mortg. Opportunity Master Fund, L.P.
Citizens Bank & Trust Co.
Commerce Bancshares, Inc.
Commonwealth Advisors, Inc.
CQS ABS Alpha Master Fund Limited
CQS ABS Master Fund Limited
CQS Select ABS Master Fund Limited
DNB National Bank
DoubleLine Capital LP
Ellington Management Group, L.L.C.
Everest International Reinsurance, Ltd.
Everest Reinsurance (Bermuda), Ltd.
Farallon Capital Management, L.L.C.
Farmers and Merchants Trust Co.
First Bank
First Farmers State Bank
First National Bank & Trust Co. of Rochelle, IL
First National Bank of Wynne
First National Banking Co.
Gemstone CDO I
Gemstone CDO II
Gemstone CDO V
Gemstone CDO VII
HBK Master Fund L.P.
Heartland Bank
Kerndt Brothers Savings Bank
Kleros Preferred Funding V plc
Knights of Columbus
Lea County State Bank
LL Funds LLC
Manichaeian Capital, LLC
Mutual Savings Association FSA
Northwestern Bank, N.A.
Peoples Independent Bank
Perkins State Bank
Phoenix Light SF Limited
Pinnacle Bank of South Carolina
Radian Asset Assurance Inc.

Randolph Bank and Trust
Rocky Mountain Bank & Trust
Royal Park Investments SA/NV
SBLI USA Mutual Life Insurance Company
Silver Elms CDO II Limited
Silver Elms CDO plc
South Carolina Medical Malpractice Liability JUA
Summit Credit Union
Thomaston Savings Bank
Union Investment Luxembourg S.A
United Educators Insurance - Reciprocal Risk Retention Group
Vertical Capital, LLC
Wells River Savings Bank